

EXHIBIT D

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
(EASTERN DIVISION)**

In re:

**NEW ENGLAND COMPOUNDING
PHARMACY, INC.,**

Debtor.

**Chapter 11
Case No. 12-19882-HJB**

**OMNIBUS APPLICATION BY CERTAIN PROFESSIONALS AND
THEIR CONSTITUENTS FOR ALLOWANCE AND PAYMENT OF
ADMINISTRATIVE EXPENSE CLAIMS**

NOW COME attorneys Anne Andrews, John Thornton, Harry Roth, Michael Coren, Michael Galligan, Gregory Skikos, and Melvin Wright (collectively, the “Member Representatives”) and creditors/parties-in-interest Katrina Eldreth (represented by Anne Andrews and John Thornton and their firm, Andrews Thornton), Meghan Handy (represented by Harry Roth and Michael Coren and their firm, Cohen, Placitella & Roth, P.C.), Bertram Walker Bryant, Jr. (represented by Michael Galligan and his firm, Galligan & Newman), Danny Swartzell (represented by Gregory Skikos and his firm, Skikos Crawford Skikos Joseph & Millican), and Kathleen Distler (represented by Melvin Wright and his firm, Colling Gilbert Wright & Carter, LLC) (collectively, the “Individuals”; collectively with the Member Representatives, the “Parties”), and hereby request allowance and payment of their administrative claims in the aggregate amount of \$3,055,121.02 pursuant to 11 U.S.C. § 503(b)

and, specifically, 11 U.S.C. §§ 503(b)(3)(D) and 503(b)(4).¹ In support of this Application, the Parties state as follows:²

1. On December 21, 2012, the above-captioned debtor (the “Debtor”) filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code, 11 U.S.C. § 101 et seq. (the “Bankruptcy Code”).

2. On January 18, 2013, the Office of the United States Trustee appointed a nine (9) member Official Committee of Unsecured Creditors (the “Committee”) in the above-referenced bankruptcy case pursuant to Bankruptcy Code § 1102(a)(1). Of the nine members of the Committee, eight were tort creditors and, accordingly, each of their attorneys served on the Committee as their representative (as is routine and customary where tort claimants sit on such committees).

3. The Individuals are all tort creditors and members of the Committee.

4. The Member Representatives are the attorneys for the Individuals (respectively, as previously identified) that served on the Committee.

5. The Member Representatives sat on the Committee by proxy for their respective clients, the Individuals. Each of the Individuals suffered a substantial harm that resulted in claims against the Debtor and its affiliates; while these harms qualified the Individuals as creditors of the Debtor for purposes of Committee formation, they also caused emotional and financial distress that left the Individuals drained and unable to directly participate on the

¹ A complete copy of this Omnibus Application, including voluminous exhibits, has been filed with the Bankruptcy Court via the Court’s Electronic Case Filing System (i.e., ECF) and served on (a) all parties entitled to receive notice via ECF and (b) counsel to the Committee. All other notice parties (as indicated on the Certificate of Service related hereto) will receive a copy of this Omnibus Application, excluding exhibits, via first-class mail, postage prepaid. Any party wishing to receive a complete copy of the Omnibus Application may contact the undersigned.

² A Memorandum of Law in Support of this Application is also filed herewith.

Committee. Instead, the Member Representatives conducted the day-to-day work of the Committee as proxies for the Individuals.

6. On May 20, 2015, this Court entered its Findings of Fact, Conclusions of Law and Order Confirming the Third Amended Joint Chapter 11 Plan of New England Compounding Pharmacy, Inc. [Dkt. No. 1355] (the “Confirmation Order”). Pursuant to the Confirmation Order, this Court approved and confirmed the Third Amended Joint Chapter 11 Plan of New England Compounding Pharmacy, Inc. attached thereto (the “Plan”). Under the Plan, creditors will receive the net proceeds of over \$200 million in settlements.

7. As set forth in the Confirmation Order, the deadline for claimants to file requests for payment of administrative expense claims is “no later than thirty (30) days after service of notice of entry of [the] Confirmation Order, unless otherwise extended by Order of this Court.” Confirmation Order, ¶ 40.

8. On June 18, 2015, the Parties filed their Assented-To Motion by Certain Professionals and Their Constituents to Extend Deadline to Submit Request(s) for Payment of Administrative Expense Claims [Dkt. No. 1383], in which the Parties requested an extension until August 3, 2015 of their deadline to file their requests for payment of administrative expense claims. This Court entered an Order, also on June 18, 2015, approving the Parties’ request.

9. Through this Application, the Parties seek allowance and payment of their fees and expenses in the aggregate amount of \$3,055,121.02 pursuant to 11 U.S.C. § 503(b)(3)(D) and 11 U.S.C. § 503(b)(4), based on the substantial contributions that the Parties made in the underlying bankruptcy case.

10. The Parties have attached the following documentation in support of this Application:

- a. **Exhibit 1:** *Declaration of Anne Andrews, Esquire, in Support of the Omnibus Application by Certain Professionals and their Constituents for Allowance and Payment of Administrative Expense Claims.*

As set forth in this Declaration, Attorney Andrews, Attorney Thornton, and the law firm of Andrews Thornton provided services and expenditures totaling \$830,187.81 attributable to substantial contributions in connection with the Debtor's bankruptcy case.

- b. **Exhibit 2:** *Declaration of Michael Coren, Esquire, in Support of the Omnibus Application by Certain Professionals and their Constituents for Allowance and Payment of Administrative Expense Claims.*

As set forth in this Declaration, Attorney Coren, Attorney Roth, and the law firm of Cohen, Placitella & Roth, P.C. provided services and expenditures totaling \$567,908.77 attributable to substantial contributions in connection with the Debtor's bankruptcy case.

- c. **Exhibit 3:** *Declaration of Michael D. Galligan in Support of the Omnibus Application by Certain Professionals and their Constituents for Allowance and Payment of Administrative Expense Claims.*

As set forth in this Declaration, Attorney Galligan, and the law firm of Galligan & Newman provided services and expenditures totaling \$155,476.00 attributable to substantial contributions in connection with the Debtor's bankruptcy case.

- d. **Exhibit 4:** *Declaration of Gregory Skikos in Support of the Omnibus Application by Certain Professionals and their Constituents for Allowance and Payment of Administrative Expense Claims.*

As set forth in this Declaration, Attorney Skikos, and the law firm of Skikos Crawford Skikos Joseph & Millican provided services and expenditures totaling \$143,595.09 attributable to substantial contributions in connection with the Debtor's bankruptcy case.

- e. **Exhibit 5:** *Declaration of Melvin B. Wright in Support of the Omnibus Application by Certain Professionals and their Constituents for Allowance and Payment of Administrative Expense Claims.*

As set forth in this Declaration, Attorney Wright and the law firm of Colling Gilbert Wright & Carter, LLC provided services and expenditures totaling \$1,357,923.29 attributable to substantial contributions in connection with the Debtor's bankruptcy case.

11. Discussion and legal support for the claims outlined in this Application is set forth in the Memorandum of Law in Support of this Application, filed herewith.

WHEREFORE, the Parties respectfully request that this Court enter an Order:

- a. allowing the administrative expense claims described herein;
- b. directing payment of the administrative expense claims; and
- c. granting the Parties such other and further relief as is just.

Respectfully submitted,

ANNE ANDREWS, JOHN THORNTON,
HARRY ROTH, MICHAEL COREN,
MICHAEL GALLIGAN, GREGORY SKIKOS,
MELVIN WRIGHT, KATRINA ELDRETH,
MEGHAN HANDY, BERTRAM WALKER
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